

B1 (Official Form 1)(04/13)

United States Bankruptcy Court District of Minnesota		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): HEI, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 41-0944876		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 1495 Steiger Lake Ln Victoria, MN <div style="text-align: right;">ZIP Code 55386</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Carver		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information *** James L. Baillie 3980 *** <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
HEI, Inc.

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- ☐ Yes, and Exhibit C is attached and made a part of this petition.
☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
HEI, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ James L. Baillie
Signature of Attorney for Debtor(s)

James L. Baillie 3980
Printed Name of Attorney for Debtor(s)

Fredrikson & Byron, P.A.
Firm Name
200 S Sixth St, Ste 4000
Minneapolis, MN 55402

Address

612.492.7000 Fax: 612.492.7077
Telephone Number

January 4, 2015
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Mark B. Thomas
Signature of Authorized Individual

Mark B. Thomas
Printed Name of Authorized Individual

CEO
Title of Authorized Individual

January 4, 2015
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Minnesota**

In re HEI, Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Boulder Investors LLC 1700 E Walnut Ave, Ste 230 El Segundo, CA 90245	Kerry Mills Boulder Investments LLC 1700 E Walnut Ave, Ste 230 El Segundo, CA 90245 310.333.0686 x116	Real Property Lease		443,574.00
Watson Marlow, Inc PO Box 536285 Pittsburgh, PA 15253-5904	Michael Ferrucci Watson Marlow, Inc 37 Upton Technology Park Wilmington, MA 01887 978.988.2630	Inventory supplier		329,410.52
Insulectro 4141 East Raymond Ste F Phoenix, AZ 85040	Pierrette T. Rizco Insulectro 4141 East Raymond Ste F Phoenix, AZ 85040 949.268.8150	Inventory supplier		188,128.98
Aerotek, Inc 3689 Collection Ctr. Dr Chicago, IL 60693	Alik Katinas Aerotek, Inc 3689 Collection Ctr. Dr Chicago, IL 60693 480.426.6317	Temp services		147,011.37
Introtek 150 Executive Dr Edgewood, NY 11717-9998	Mike Campos Introtek 150 Executive Dr Edgewood, NY 11717-9998 631.242.5425	Inventory supplier		101,883.00
Teamvantage Molding LLC. 20697 Fenway Ave N Forest Lake, MN 55025	Shannon Buck Teamvantage Molding LLC. 20697 Fenway Ave N Forest Lake, MN 55025 651.464.3900	Inventory supplier		87,751.31
Digi-Key Corporation 701 Brooks Ave S PO Box 677 Thief River Falls, MN 56701-0677	Logan Peters Digi-Key Corporation 701 Brooks Ave S Thief River Falls, MN 56701-0677 800.338.4105 x2984	Inventory supplier		73,109.37

B4 (Official Form 4) (12/07) - Cont.

In re HEI, Inc.

Case No.

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Hi-Heat Industries, Inc. 256 Hanover Rd Lewistown, MT 59457	Carol Todd Hi-Heat Industries, Inc. 256 Hanover Rd Lewistown, MT 59457 406.538.7411	Inventory supplier		70,839.12
Nu Source Inc 4629 S 33rd St Phoenix, AZ 85040	Lucinda Hopka Nu Source Inc 4629 S 33rd St Phoenix, AZ 85040 877.974.8500	Inventory supplier		70,537.83
Speedy Circuits Division PJC Technologies 5331 Mcfadden Ave Huntington Beach, CA 92649	Terri Wilson Speedy Circuits Division 5331 Mcfadden Ave Huntington Beach, CA 92649 714.766.6221	Inventory supplier		59,510.00
AVX Corp. C/O Comstrand Inc. 6299 University Ave NE Minneapolis, MN 55432	Farnia Giles Avx Corp. 6299 University Ave NE Minneapolis, MN 55432 864.967.8350	Inventory supplier		52,886.00
Orbotech, Inc. 44 Manning Rd Billerica, MA 01821	Todd Morris Orbotech, Inc. 44 Manning Rd Billerica, MA 01821 978.667.6037	Inventory supplier		51,300.00
Omega Micro Technologies Inc. 3495 Kent Ave, Ste M100 West Lafayette, IN 47906	Jacob Smelser Omega Micro Technologies Inc. 3495 Kent Ave, Ste M100 West Lafayette, IN 47906 765.775.1011 x801	Inventory supplier		40,437.87
Medtronic USA Inc. Business & Tech. Ct. - T190 710 Medtronic Pkwy Minneapolis, MN 55432	Julie Thompson Medtronic USA Inc. 710 Medtronic Pkwy Minneapolis, MN 55432 763.514.4171	Inventory supplier		39,782.10
Rogers Corporation Microwave Materials Division 100 S Roosevelt Ave Chandler, AZ 85226	Earl Branch Rogers Corporation 100 S Roosevelt Ave Chandler, AZ 85226 860.779.5519	Inventory supplier		39,711.00
Amphenol (Formerly Ge Sensing) 967 Windfall Rd St Marys, PA 15857	Cheryl Cole Amphenol 967 Windfall Rd St Marys, PA 15857 904.586.3733	Inventory supplier		37,840.00

B4 (Official Form 4) (12/07) - Cont.

In re HEI, Inc.

Case No.

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Vergent 609 - 14th Street SW Loveland, CO 80537	Vergent 609 - 14th Street SW Loveland, CO 80537 970.667.8570	Inventory supplier		37,692.25
Cresa Partners 920 Second Ave So Ste 900 Minneapolis, MN 55402	Suzanne Grimm Cresa Partners 920 Second Ave So Ste 900 Minneapolis, MN 55402 612.337.8498	Services		36,125.49
Advanced Machining, Inc 1234 Sherman Dr Longmont, CO 80501	Ramona Tuck Advanced Machining, Inc 1234 Sherman Dr Longmont, CO 80501 303.485.5256	Inventory supplier		35,949.81
Airgas USA, LLC 6055 Rockside Woods Blvd. Independence, OH 44131	Lee Packer Airgas USA, LLC 6055 Rockside Woods Blvd Independence, OH 44131 763.954.1790	Supplier of liquid nitrogen		31,459.95

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date January 4, 2015

Signature /s/ Mark B. Thomas

Mark B. Thomas
CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Form 1008-1 - Proof Of Authority To Sign And File Petition

**United States Bankruptcy Court
District of Minnesota**

In re HEI, Inc. Debtor(s) Case No. _____
Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Mark B. Thomas, declare under penalty of perjury that I am the CEO (and was previously President) of HEI, Inc. (the "Company"), a Minnesota corporation and that on December 19, 2014 the following resolution was duly adopted by the Board of Directors of the Company:

"Whereas, it is in the best interest of the Company to file a voluntary petition in the United States Bankruptcy Court for the District of Minnesota pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Mark B. Thomas, President, or such other officer of the Company as he may designate, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the Company; and

Be It Further Resolved, that Mark B. Thomas, President, or such other officer of the Company as he may designate, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with each such bankruptcy case; and

Be It Further Resolved, that Mark B. Thomas, President, is authorized and directed to employ the law firm of Fredrikson & Byron, P.A. to represent the Company in such bankruptcy case."

Date January 4, 2015

Signature /s/ Mark B. Thomas
Mark B. Thomas
CEO

LOCAL RULE REFERENCE: 1008-1

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